



# Welcome to the Mutares Capital Markets Day

20th October 2022



Agenda

Company & Business Model

Portfolio Companies: La Rochette & Frigoscandia

Capital Market & Guidance



## Mutares' Experienced and Highly Committed Management Team

Management team is the foundation of the successful business and has proven track record



CIO

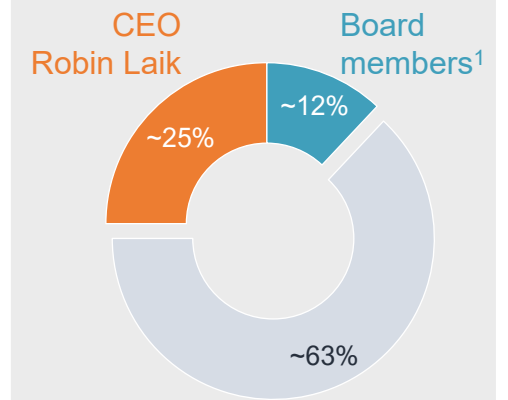
### JOHANNES LAUMANN

born in 1983, joined Mutares in 2016. In 2019, he was appointed CIO. He is responsible for **M&A** and **Investor Relations**. In the past, he held various management positions at Ernst & Young, Porsche Consulting GmbH and in the Oil & Gas Division of Atlas Copco

“We deliver what we promise!”

Shareholder structure underlines management commitment

Mutares Management are single largest shareholders, with ~37% of shares



Total registered shares: 20,636,731

Note: 1) Management including supervisory board

## Clear Identity and Strong Achievements

First in mind and first in choice when it comes to unrevealed private equity carve outs

### OUR MISSION

Transform distressed corporates and their ownership into sustainable, lasting and value accretive opportunities for shareholders

### OUR VISION

Be the undisputed international leader in mid-market special situations driven by our sustainable investment principles

### OUR VALUES

Entrepreneurship, Integrative Management, Sustainability, Personal Integrity

\*Based on registered shares as per 31.12.2021

Group Revenues  
**EUR 2.5 bn**  
FY 2021

Holding Net Income  
**EUR 51 m**  
FY 2021

Earnings per share\*  
**EUR 2.46**  
FY 2021

Dividend per share  
**EUR 1.50**  
FY 2021

Group Revenues  
**EUR 4.0 bn**  
Guidance FY 2022

Holding Net Income  
**EUR 72 m**  
Guidance FY 2022

Earnings per share\*  
**EUR 3.49**  
Guidance FY 2022

Target Group Revenues  
**EUR 7.0 bn**  
Guidance FY 2025

Target Holding Net Income  
**EUR 125 m**  
Guidance FY 2025

Target Earnings per share\*  
**EUR 6.06**  
Guidance FY 2025

# Outstanding Growth and Attractive Momentum

Sustainable value creation and successful turnarounds



EUROPEAN  
FOCUS



THREE DIVERSIFIED  
SEGMENTS



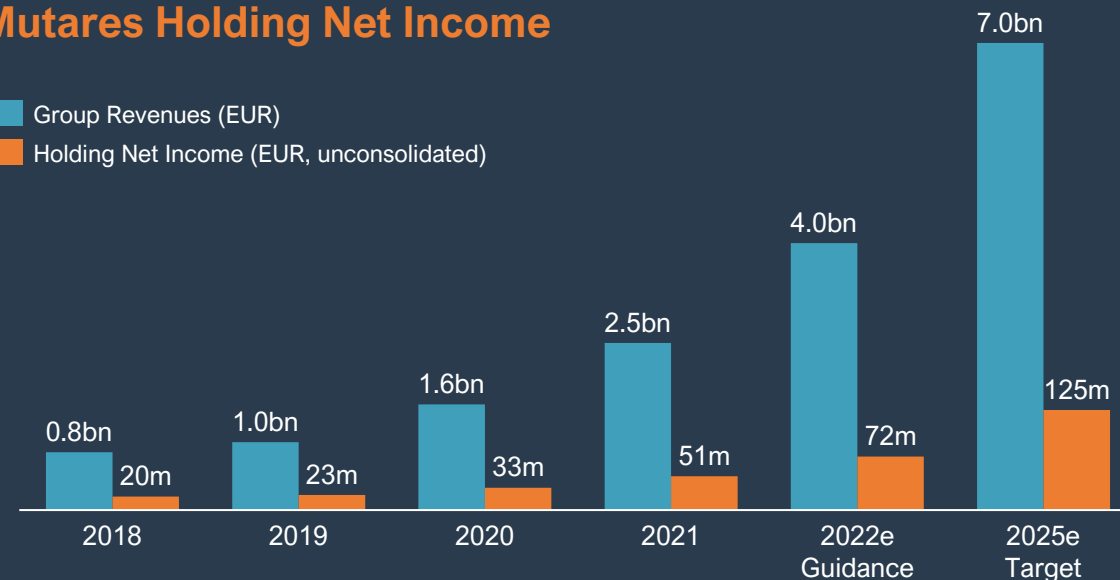
COMPANY SIZE  
EUR 100-750m



TURNAROUND  
HERO

## Development of Mutares Group Revenues and Mutares Holding Net Income

■ Group Revenues (EUR)  
■ Holding Net Income (EUR, unconsolidated)



Portfolio growth drives predictable Consulting Revenues, which serve as basis for debt service



Ability to generate Holding income across the whole investment lifecycle, resulting in resilience to economic cycles

## Key Financial Data of H1 2022 for Mutares Group and Mutares Holding

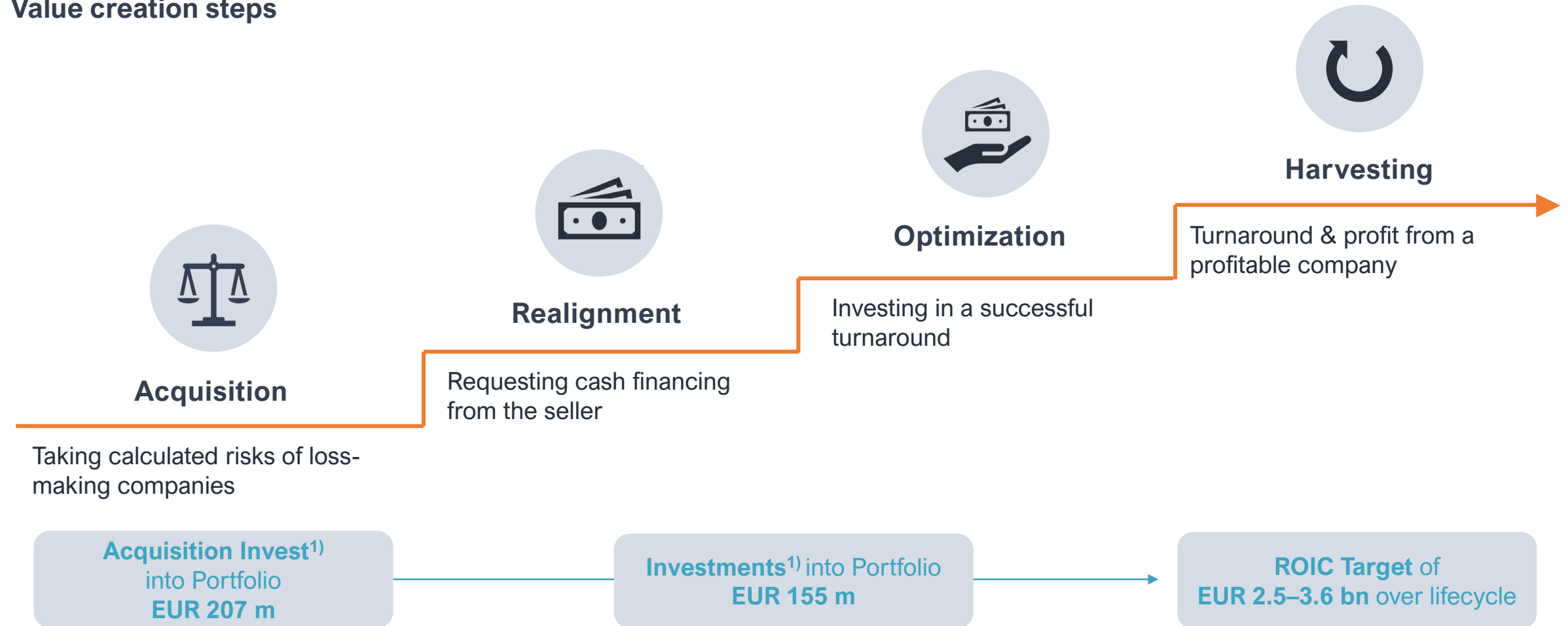
Group revenues increase by 60% to EUR 1.75 bn, net income of Mutares holding on track

| mEUR                   | Q1 2022 | Q2 2022 | H1 2022 | H1 2021 | Δ      | 2022e   |
|------------------------|---------|---------|---------|---------|--------|---------|
| <b>Mutares Group</b>   |         |         |         |         |        |         |
| Revenues               | 852.5   | 902.1   | 1,754.6 | 1,093.9 | 660.7  | 4,000.0 |
| EBITDA                 | -14.3   | 80.3    | 66.0    | 411.5   | -345.5 | ➔       |
| Adjusted EBITDA        | -30.7   | -2.2    | -32.9   | -4.6    | -28.3  | ➔       |
| <b>Mutares Holding</b> |         |         |         |         |        |         |
| Revenues               | 14.7    | 14.0    | 28.7    | 22.8    | 5.9    | ➔       |
| Portfolio Income       | 14.7    | 17.9    | 32.6    | 23.0    | 9.6    | 80.0    |
| Net Income             | 6.8     | 7.4     | 14.2    | 19.9    | -5.7   | 72.0    |

# Unique Value Creation Life Cycle with ROIC Target of 7-10x

Taking calculated risks and turning losses into opportunities, ultimately creating successful turnarounds

## Value creation steps

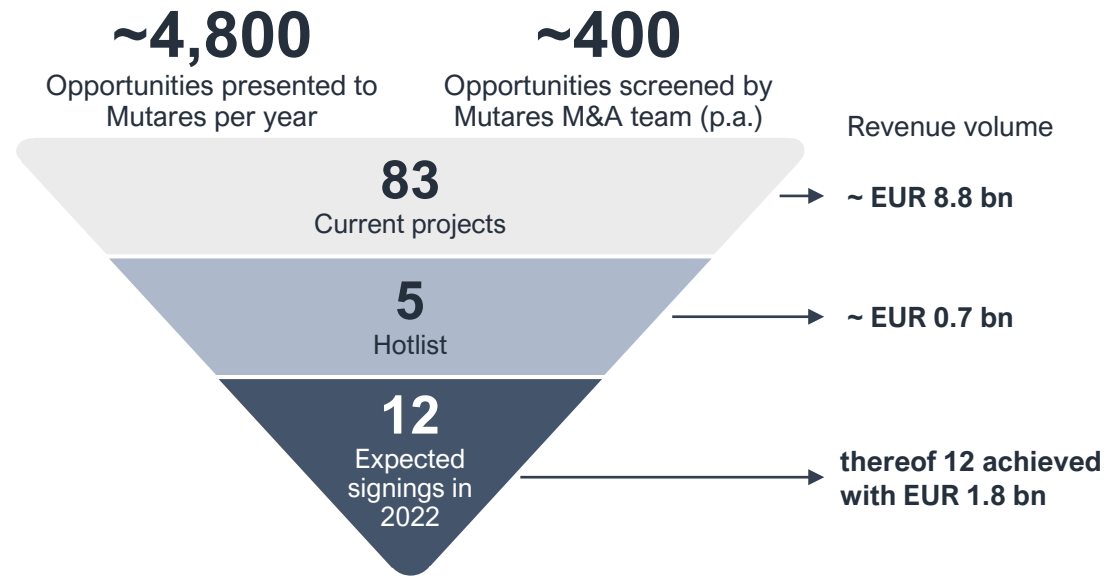


1) Per 30/09/2022

## Strong M&A Pipeline as Backbone to Deliver Strong Returns

Local deal sourcing secures transactions flow and fostering growth

### Filled M&A pipeline driven by excellent deal access



### Mutares benefits from a strong reputation as trusted buyer

State-backed enterprises (sellers to and buyers from Mutares)



Multinational and large corporations (examples of sellers to Mutares)

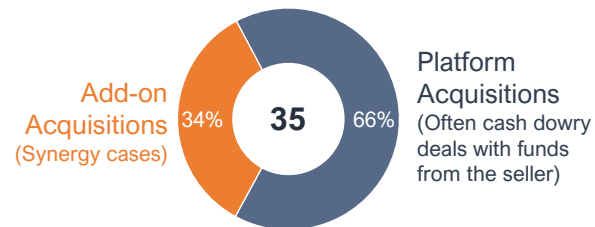


Private Equity and family offices (examples of sellers to Mutares)

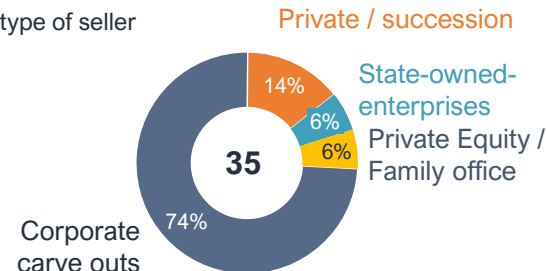


### Deal characteristics (buy-side) from 2019 to H1 2022<sup>1</sup>

By deal type



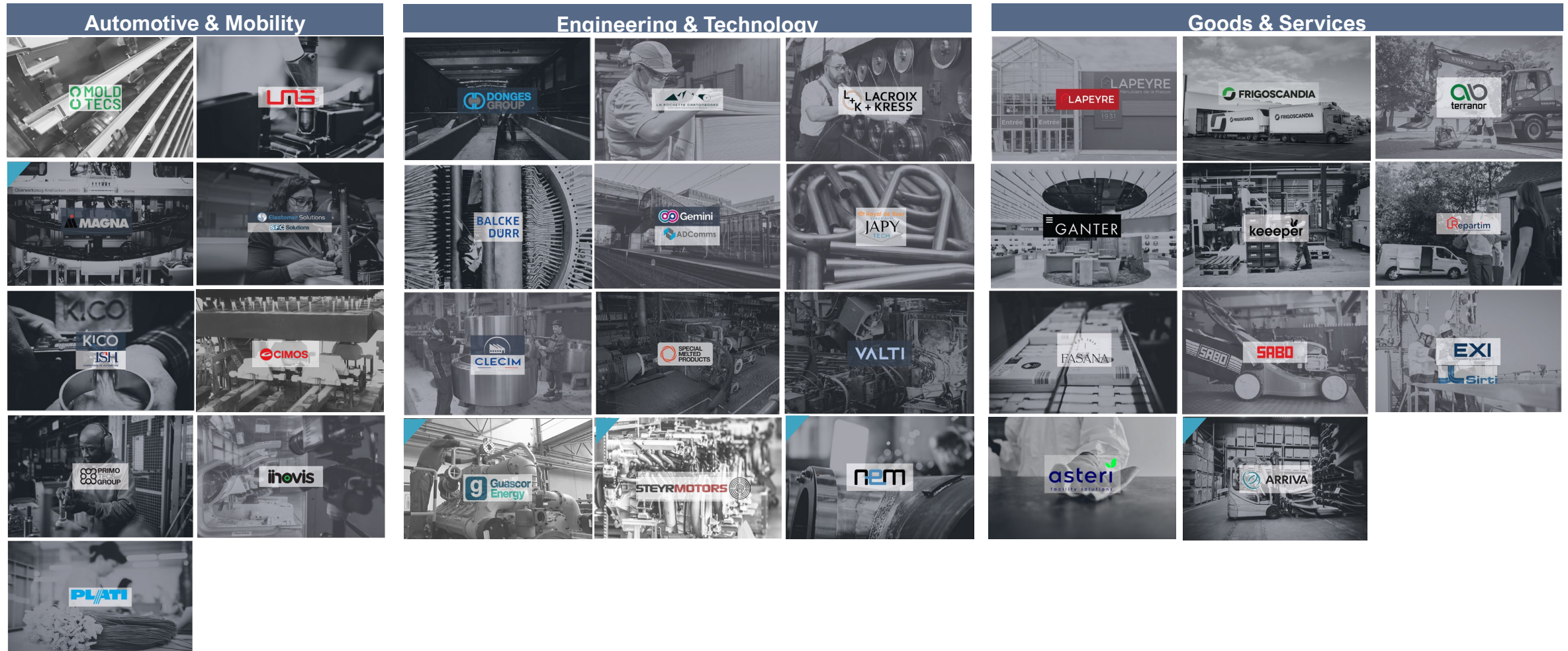
By type of seller



1) Closed transactions as of H1 2022



Mutarees Portfolio has Grown to 32 Companies with Annualized Revenues of over EUR 4 bn  
Operational team with hands-on mentality and entrepreneurial mindset delivers results



## Mutares Follows a Comprehensive ESG Group Policy, Developed with External Advisors ESG Group guidance for KPI's to track and report in accordance with UNSDGs



Signatory since 2021

2021 highlight

**74%**

of Portfolio ISO 14001:2015 certified

### Environment



#### Energy / CO<sub>2</sub> neutrality

335.000 kg CO<sub>2</sub> compensated for FY2021

2021 highlight

**-7%**

CO<sub>2</sub> through flights at Mutares Holding



#### Resource use



2021 highlight

**0**

fatal accidents



#### Health & safety

Zero accident safety culture

### Social



#### Diversity

2021 highlight

**21%**

women at Mutares Holding

Promoting a diversified environment



#### Employee satisfaction & wellbeing



#### Community engagement

Donations to children's hospice



2021 highlight



First sustainability report published

### Governance



#### ESG management

Reportings and best practices

2021 highlight

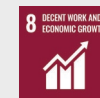
**BÖRSE FRANKFURT**

Higher transparency as a result of prime standard uplisting



#### Compliance system

Code of conduct and whistleblowing



2021 highlight

**0**

reported bribery or anti-corruption allegations

2021 highlight

**74%**

of Portfolio with a Code of Conduct

Agenda



Company & Business Model

**Portfolio Companies: La Rochette & Frigoscandia**

Capital Market & Guidance

MUTARES



LA ROCHETTE CARTONBOARD  
PAPETERIE TECHNIQUE EN SAVOIE

LA ROCHETTE CARTONBOARD



# Mutares Capital Market Day

## La Rochette Cartonboard presentation

20/10/2022

## Agenda

- 1 Driving the change
- 2 Situation of the company
- 3 Mutares objectives



# After acquisition, we found a typical underperforming company which needed to be rapidly improved

## 4 elements of context for disappointing historical results

### 1 Group context



- >800m€ turnover
- 13 plants
- Recycled carton
- Headquarters in Italy
- No Sales team

### 2 Performance management



No cash forecast!



No clear view on margins!

### 3 Breaks of production



- 6 weeks of production stop in 2021
- No preventive maintenance

### 4 Communication



- No specific communication channel in place
- Employees didn't know the results

### Average results over last 6 years

|          |       |
|----------|-------|
| Turnover | 120m€ |
| EBITDA   | 6.2m€ |



# Creation of an independent mid-cap company

## Starting day one, making fast improvement is key

### 1 Identity creation

- Logo and name
- Organization of the Board of Directors: creating locally the future of the company
- Internal communication (work council, townhalls)
- External communication (regional deputy, customers, suppliers, financial partners)



**Mot du Directeur Général**

C'est un véritable honneur pour moi de pouvoir lancer avec l'ensemble du Comité de Direction, la RochGazette. Ce mensuel n'a pas vocation à concurrencer les mensuels que vous pouvez retrouver chez votre marchand de journaux, mais plus humblement, de partager avec vous les informations qui font la vie de notre entreprise. Notre travail au quotidien ne nous laisse pas toujours le temps de prendre des informations sur l'évolution de l'entreprise et de nos collègues de travail et nous espérons donc de résumer les éléments principaux qui ont fait le mois précédent et les événements majeurs à venir. Aucun grand reportage n'ayant encore pris contact avec nous pour intégrer notre journal, nous réalisons donc ce mensuel avec nos moyens. Nous serons ravis de prendre vos idées d'informations qui vous sembleraient importantes à partager chaque mois. Bonne lecture!

2022 sera une année charnière pour La Rochette Cartonboard. L'ambition est grande, le potentiel de notre entreprise énorme et la motivation ne fait que s'accroître pour après. La seconde partie de l'année 2022 nous a permis de lancer un grand nombre de charters d'amélioration. Nous avons entre autres :

- Sécurisé rapidement notre relation avec nos partenaires externes.
- Créé notre propre image.
- Réalisé la transition de ROM pour fonctionner en mode autonome.
- Mis en place notre propre équipe commerciale.
- Réajusté nos prix de vente.
- Développé notre relation avec de nouveaux clients.

Tous les projets ne sont pas encore finalisés, mais nous pouvons être fiers de ce qui a été réalisé en 2022. Tout ceci s'est fait en étroite collaboration avec les représentants du personnel avec qui nous avons mis en place un mode d'échange sain et ouvert.

L'ensemble de ce plan d'action se retrouve donc dans le budget que nous avons présenté à l'actionnaire en fin d'année dernière. Notre ambition ? Réaliser le meilleur résultat jamais réalisé par notre site depuis sa création!

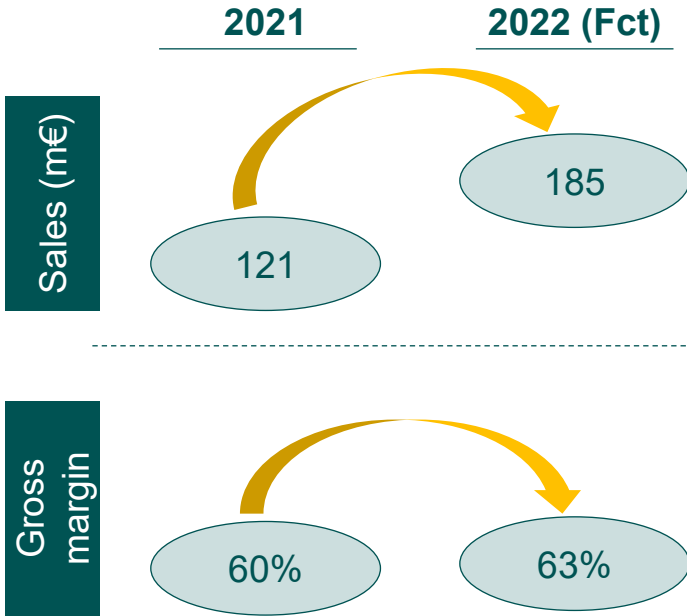
Je suis donc très fier d'avoir rejoint la famille savoyarde en mai 2022. Je suis très fier de pouvoir travailler à vos côtés. Je suis très fier de notre ambition.

A tous, merci!

Janvier, 2022 | N°1

### 2 Sales development

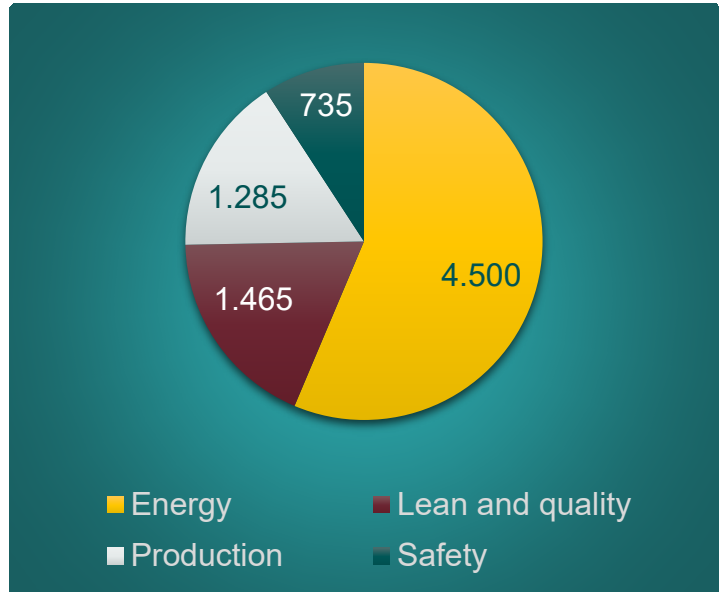
- Creation of a Sales Team / Sales administration team
- Margin tool creation
- Develop client intimacy
- Clients negotiations



### 3 Investments

- Investigation of the plant with MUX expert
- Creation of a priority list
- Implementation of a ROI methodology
- All capex financed by banks

A total capex of 7.9m€ in 2022





# La Rochette Cartonboard has been able to handle the energy crisis

The importance to benefit from your position on the market

## 1 Variable surcharge application

15 days (average spot price)      15 days (Surcharge application)



- Transparent process
- No need to come back to discussion after few weeks

## 2 Clients negotiations

Global letter



Phone calls



Meetings



### Arguments

- Cannot create losses
- Possibility to cancel on going orders
- Back to normal situation in 2023

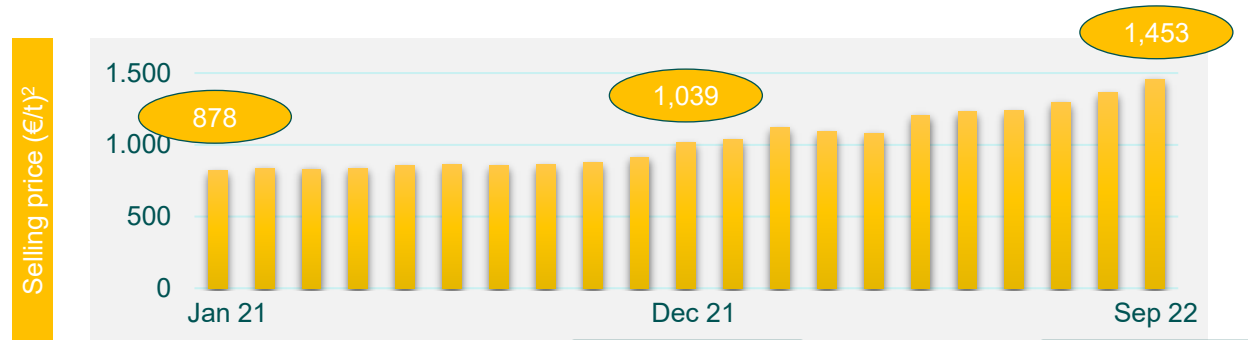
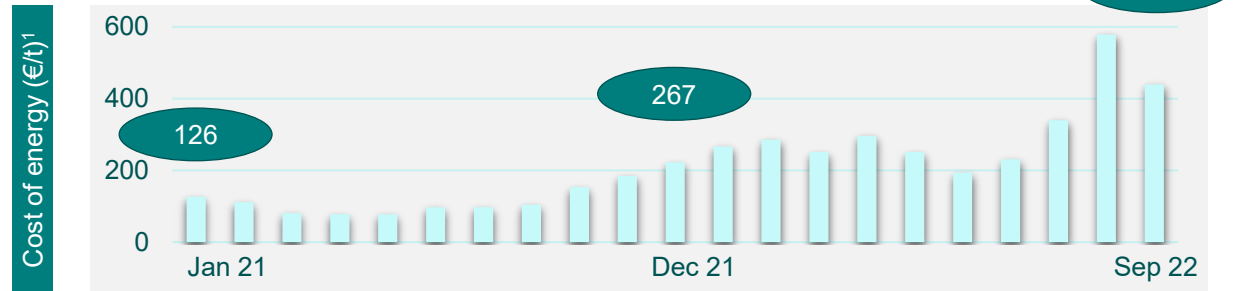
## 3 Inform Politics

Congressman

Prefect

Regional association

## Impacts on the results



+18% vs Jan 21

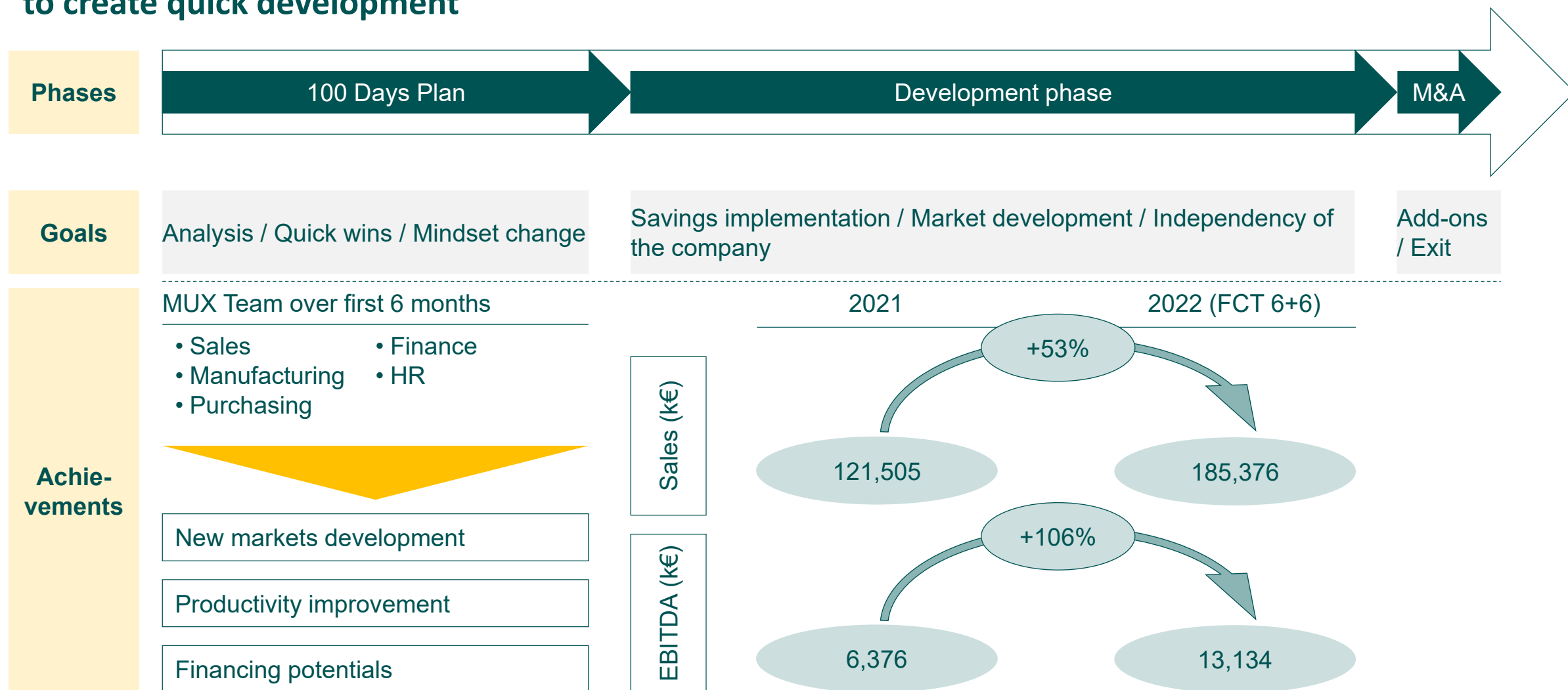
+65% vs Jan 21

1: tons produced

2: tons sold



# The main objective of Mutares is to leverage the strengths and develop the weaknesses of a company to create quick development





LA ROCHETTE CARTONBOARD  
PAPETERIE TECHNIQUE EN SAVOIE











# Frigoscandia @ Capital Market Days 2022

*October, 2022*



## Deal specifics

|   |   |
|---|---|
|  Year of Foundation                | 1948  |
|  Date of acquisition by Mutares    | December 2021   |
|  Type of transaction               | Share deal / Carve out / Privatization                  |
|  Vendor:                           | Posten Norge (owned by Norwegian Ministry of Transport) |
|  Headquarter:                      | Helsingborg, Sweden                                     |
|  Employees (HC Dec-2021)          | 1.100   |
|  Sales (2021)                    | 257m€   |
|  EBIT (2021), EBIT Margin (2021) | -2m€, -0.8%   |

## “First in mind as a partner for temperature-controlled logistics in the Nordics”

Frigoscandia aims to be the market leader in:

- **Food logistics** (fresh, chilled and frozen food)
- **Service quality** (on-time and in-cost delivery)
- **Nordic region** (1 Million shipments to >50.000 delivery points per year)

# Frigoscandia is a one-stop supplier in temperature controlled logistics

## Nordic transportation

*Distribution network in Sweden and Norway*

### Services:

- FTL / LTL (Full and less than full truck load)
- Groupage
- Charter

### Capacity:

- 10 Terminals
- 12 Partner Terminals
- 160 trucks + 200 trailers
- 130 external hauliers (540 trucks)

## Warehousing

*Throughout all temperature zones (75% frozen, 15% chilled and 10% ambient)*

### Services:

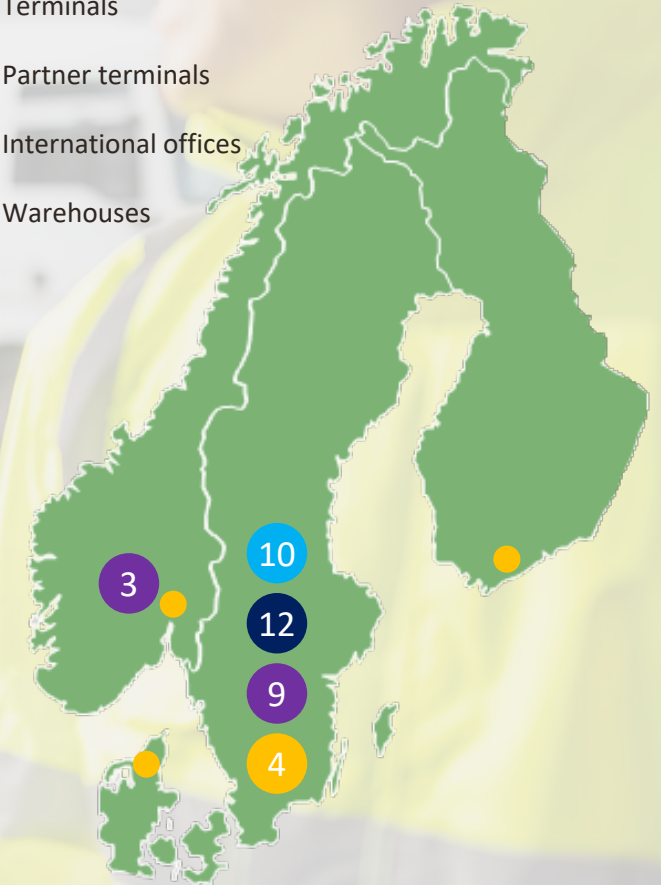
- Storage
- Handling
- Picking

### Capacity:





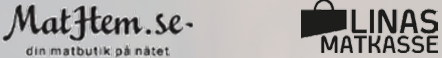
- 12 Warehouses
- 230.000 pallet positions
- 859.000 m<sup>3</sup>

## Footprint

- 10 Terminals
- 12 Partner terminals
- 7 International offices
- 12 Warehouses



# Our service offering follows the customer needs

| Customer need        | Description  | Customer reference  |
|----------------------|--|---|
| Production logistics | <ul style="list-style-type: none"> <li>Supply chain for raw materials, semi-finished and finished products</li> </ul>            |    |
| Market entry         | <ul style="list-style-type: none"> <li>One-stop shop offering</li> </ul>   |    |
| Retail hub delivery  | <ul style="list-style-type: none"> <li>In- and outbound transportation network</li> <li>Logistic hub network</li> </ul>          |    |
| Store replenishment  | <ul style="list-style-type: none"> <li>Service to enable last mile distribution to stores, hotels, shops, restaurants</li> </ul> |   |
| Consumer delivery    | <ul style="list-style-type: none"> <li>Last mile delivery to pick-up location or private home</li> </ul>                         |  |



# Mutares as strong and reliable partner

## Why did MUTARES acquire FRIGOSCANDIA ?

1. Transport & Logistics is a viable industry
2. Clear operational improvement potentials
3. Vast network in Nordics as a Unique Selling Point
4. Strong brand and market awareness
5. Large and reliable customer base



## Why was MUTARES chosen as the Buyer?

1. Experience in Privatizations
2. Reliable partner for Carve-outs
3. Deal security and clean cut for the vendor
4. Operational restructuring expertise
5. Industry Know-how within Transportation & Logistics

# Restructuring despite significant challenges



## Electricity & fuel prices

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- Electricity +100-300% since Q4/2021
- Diesel +40% since Q4/2021

### Mitigation:

- Implement surcharges
- Energy hedging
- Operational savings



## Capacity shortage

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- Lack of 300.000 truck drivers in EU

### Mitigation:

- Improved capacity planning / collaboration with partners
- Strengthen the network
- Consolidation of existing resources



## Economic development

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- Volatility and macro economic uncertainty
- Weaker sales pipeline

### Mitigation:

- Maintain quality in deliveries
- Reduce churn
- Close contact with our customers

# Growth and cost reduction initiatives have already been implemented

## Development since closing

|       | Revenue | Gross Profit    | Adj. EBITDA <sup>1</sup> |
|-------|---------|-----------------|--------------------------|
| 2021A | 257m€   | 53.6m€<br>20.9% | 0.7m€<br>0.3%            |
| 2022F | 320m€   | 60.5m€<br>18.9% | 4.8m€<br>1.5%            |

## Outlook 2023 - 2025

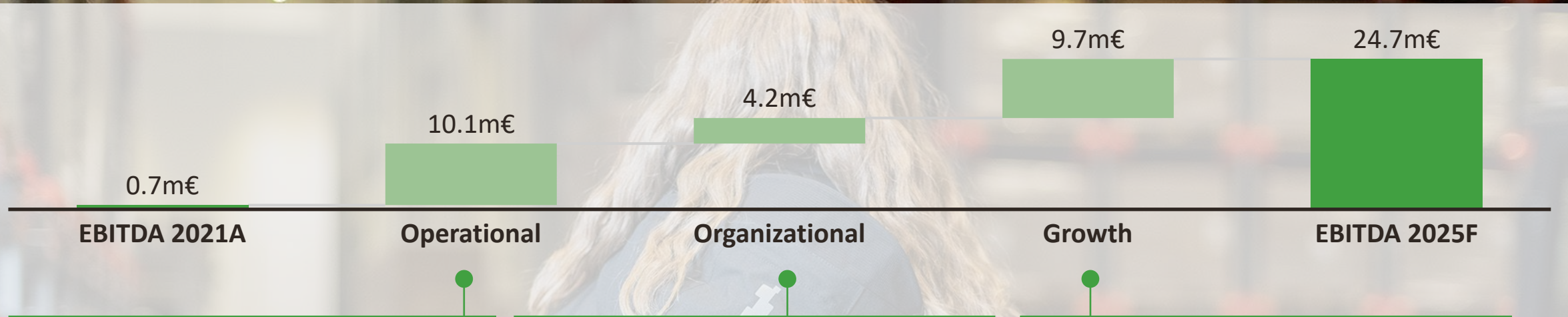
|       | Revenue | Adj. EBITDA <sup>1</sup> |
|-------|---------|--------------------------|
| 2023F | 336m€   | 13.1m€<br>3.9%           |
| 2024F | 367m€   | 17.1m€<br>4.7%           |
| 2025F | 404m€   | 24.7m€<br>6.1%           |

### Main achievements in the first year:

- Price / volume increase, 1 add-on acquisition (63m€)
- Efficiency gains within gross margin (route optimizations) vs add-on acquisition
- Reduction in fixed costs (from 21.6% to 19.5% of revenue)

1) According to IFRS

# EBITDA is forecast to increase by 24 m€ through cost reductions as well as revenue enhancements



- Reduce under-utilization of trucks
- Reduce excess staff and temporary workers
- Replace old warehouses with new warehouses
- Route optimizations

- FTE right-sizing
- Reduction of non-staff costs
- Streamline operational processes (Nordic player)

- Eliminate unprofitable contracts
- Cross selling
- “One-stop-shop” solutions
- Implement surcharges

# Frigoscandia has also implemented initiatives to reduce the carbon footprint



## Implemented

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- 100% green electrical energy from hydro power
- Annual goals (2021-23) for internal and external hauliers
- Continuous energy reduction in daily operations (e.g. automatic light controls, fast door openings, employee behaviour, etc.)
- Installation of solar panels on new warehouses and terminals



## Outlook

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- Usage of alternative energy for trucks
- Replace inefficient warehouses with state of the art premises
- Participate in climate compensation initiatives



**FRIGOSCANDIA**





# MUTARES

Company & Business Model

Portfolio Companies: La Rochette & Frigoscandia

**Capital Market & Guidance**

## Delivering Sustainable Growth and Increasing the Attractiveness of the Mutares Share

We deliver what we promise

### Transaction Buyside:

"We have already made 12 Acquisitions in 2022 and for the next months will focus on what we call "Deals not to miss"

### Transaction Sellside:

"With Nordec Group OY we have already made the second largest exit in Mutares history in 2022 and will focus in the next months on harvesting through exits the amazing work we have done starting the journey in August 2019"

The MUTARES logo is centered in the middle of the slide. It consists of the word "MUTARES" in a bold, black, sans-serif font, positioned between two concentric white circles. The background behind the logo is a large circle divided into four quadrants by a dark blue vertical line and a light blue horizontal line. The top-left quadrant is dark blue, the top-right is light blue, the bottom-left is light grey, and the bottom-right is dark blue.

MUTARES

### Portfolio Development:

"We will focus on operational development all over our portfolio and specifically strengthen the Automotive Segment by creating a rockstar Plastics Group under the brand of LMS Group"

### Shareholder Value:

"In abnormal market situations we want to create sustainability in value creation and dividend distribution. Typically investments after recession come with a higher return, implying a huge opportunity to profit"



## We Deliver what We Promise

Mutares is the top player when it comes to carve-outs, restructuring and turnaround with ambitious growth targets

|      | Revenues<br>Mutares Group | Net Income<br>Mutares Holding |
|------|---------------------------|-------------------------------|
| 2021 | EUR 2.5 bn                | EUR 51 m                      |
| 2022 | EUR 4.0 bn                | EUR 72 m                      |
| 2025 | EUR 7.0 bn                | EUR 125 m                     |



FIRST IN MIND – FIRST IN CHOICE FOR SPECIAL SITUATIONS IN EUROPE

MUTARES